

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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<b>In re:</b>	<b>Chapter 11</b>
<b>SUNEDISON, INC., et al.,</b>	<b>Case No. 16-10992 (SMB)</b>
<b>Debtors.<sup>1</sup></b>	<b>(Jointly Administered)</b>

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**STIPULATION AND AGREED ORDER REGARDING TEMPORARY  
ALLOWANCE OF CLAIM ASSERTED BY THE FLEXTRONICS CLAIMANTS  
AND NEXTRACKER CLAIMANTS FOR VOTING PURPOSES ONLY**

This *Stipulation and Agreed Order Regarding Temporary Allowance Of Claim For Voting Purposes Only* (this “Stipulation”) is made as of July 5, 2017, by and among SunEdison, Inc. and certain of its affiliates in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the “Debtors,”) and those claimants listed on Exhibit 1 (the “Flextronics Claimants”) and Exhibit 2 (“NEXTracker Claimants”) attached hereto (the Flextronics Claimants and the NEXTracker Claimants, collectively, the “Claimants,” and together with the Debtors, collectively, the “Parties”).

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s tax identification number are as follows: SunEdison, Inc. (5767); SunEdison DG, LLC (N/A); SUNE Wind Holdings, Inc. (2144); SUNE Hawaii Solar Holdings, LLC (0994); First Wind Solar Portfolio, LLC (5014); First Wind California Holdings, LLC (7697); SunEdison Holdings Corporation (8669); SunEdison Utility Holdings, Inc. (6443); SunEdison International, Inc. (4551); SUNE ML 1, LLC (3132); MEMC Pasadena, Inc. (5238); Solaicx (1969); SunEdison Contracting, LLC (3819); NVT, LLC (5370); NVT Licenses, LLC (5445); Team-Solar, Inc. (7782); SunEdison Canada, LLC (6287); Enflex Corporation (5515); Fotowatio Renewable Ventures, Inc. (1788); Silver Ridge Power Holdings, LLC (5886); SunEdison International, LLC (1567); Sun Edison LLC (1450); SunEdison Products Singapore Pte. Ltd. (7373); SunEdison Residential Services, LLC (5787); PVT Solar, Inc. (3308); SEV Merger Sub Inc. (N/A); Sunflower Renewable Holdings 1, LLC (6273); Blue Sky West Capital, LLC (7962); First Wind Oakfield Portfolio, LLC (3711); First Wind Panhandle Holdings III, LLC (4238); DSP Renewables, LLC (5513); Hancock Renewables Holdings, LLC (N/A); EverStream HoldCo Fund I, LLC (9564); Buckthorn Renewables Holdings, LLC (7616); Greenmountain Wind Holdings, LLC (N/A); Rattlesnake Flat Holdings, LLC (N/A); Somerset Wind Holdings, LLC (N/A); SunE Waiawa Holdings, LLC (9757); SunE MN Development, LLC (8669); SunE MN Development Holdings, LLC (5388); SunE Minnesota Holdings, LLC (8926); TerraForm Private Holdings, LLC (5993); Hudson Energy Solar Corporation (3557); SunE REIT-D PR, LLC (5519); SunEdison Products, LLC (4445); SunEdison International Construction, LLC (9605); Vaughn Wind, LLC (4825); Maine Wind Holdings, LLC (1344); First Wind Energy, LLC (2171); First Wind Holdings, LLC (6257); and EchoFirst Finance Co., LLC (1607). The address of the Debtors’ corporate headquarters is Two CityPlace Drive, 2nd floor, St. Louis, MO 63141.

**WHEREAS**, on June 12, 2017, the Debtors filed the *Amended Notice Of Filing Of Solicitation Version Of First Amended Disclosure Statement For First Amended Joint Plan Of Reorganization Of SunEdison, Inc. And Its Debtor Affiliates* [Docket No. 3314], which attached the *First Amended Joint Plan Of Reorganization Of SunEdison, Inc. And Its Debtor Affiliates* (as (as may be subsequently amended, supplemented, or modified, the “Plan”) and a disclosure statement with respect thereto (the “Disclosure Statement”);

**WHEREAS**, on June 13, 2017, the Court approved the Disclosure Statement as containing adequate information within the meaning of section 1125(a) of the Bankruptcy Code and entered the *Order (A) Approving The Adequacy Of The Debtors' Disclosure Statement; (B) Approving Solicitation And Notice Procedures With Respect To Confirmation Of The Debtors' Joint Proposed Plan; (C) Approving The Form Of Various Ballots And Notices In Connection Therewith; And (D) Scheduling Certain Dates With Respect Thereto* [Docket No. 3319] (the “Solicitation Procedures Order”);

**WHEREAS**, the Debtors are currently soliciting acceptances of the Plan in anticipation of the hearing to consider confirmation of the Plan on July 20, 2017;

**WHEREAS**, on the dates set forth in Exhibit 1, the Flextronics Claimants filed 10 proofs of claim and the Debtors had scheduled 3 claims in the amounts and against the Debtors set forth on Exhibit 1 (the “Flextronics Claims”), and on the dates set forth in Exhibit 2, the NEXTracker Claimants filed 5 proofs of claim in the amounts and against the Debtors set forth on Exhibit 2 (the “NEXTracker Claims,” and together with the Flextronics Claims, collectively, the “Claims”);

**WHEREAS**, pursuant to the Solicitation Procedures Order, the Claims are each subject to a pending objection at Docket Nos. 3473 and 3474 and (the “Claims Objections”) filed prior

to the Claims Objection Deadline (as defined in the Solicitation Procedures Order) and, as a result, Claimants would not be entitled to vote on the Plan;

**WHEREAS**, Claimants seek to have certain claims temporarily allowed, for voting purposes only, so that Claimants may vote to accept or reject the Plan;

**WHEREAS**, pursuant to the Solicitations Procedures Order and in order to avoid the cost and expense of conducting an estimation procedure pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure to determine the amount of the Claims for voting purposes only, the parties have entered into this Stipulation.

**NOW, THEREFORE**, based upon the facts set forth above, it is stipulated and agreed by and among the Parties as follows:

1. The Debtors hereby withdraw each of the Claims Objections without prejudice.
2. Proof of Claim Number 3620 (the "Temporarily Allowed Flextronics Claim") is temporarily allowed as a single Class 4 General Unsecured Claim of Flextronics Industrial, Ltd. against Debtor SunEdison, Inc. in the amount of \$1.00 for the purpose of permitting the Flextronics Industrial, Ltd. to vote on the Plan and for no other purpose. For the avoidance of doubt, the Parties reserve any and all substantive and procedural rights regarding the Temporarily Allowed Flextronics Claim, including but not limited to, the Debtors right to seek full disallowance of the Temporarily Allowed Flextronics Claim and the Claimants right to seek full allowance of the Temporarily Allowed Flextronics Claim.

3. Proof of Claim Number 3650 (the "Temporarily Allowed NEXTracker Claim") is temporarily allowed as a single Class 4 General Unsecured Claim of NEXTracker, Inc. against Debtor SunEdison, LLC. in the amount of \$1.00 for the purpose of permitting the NEXTracker, Inc. to vote on the Plan and for no other purpose. For the avoidance of doubt, the Parties reserve

any and all substantive and procedural rights regarding the Temporarily Allowed NEXTracker Claim, including but not limited to, the Debtors right to seek full disallowance of the Temporarily Allowed NEXTracker Claim and the Claimants right to seek full allowance of the Temporarily Allowed NEXTracker Claim.

4. Other than the Temporarily Allowed Claims, all other Claims listed on Exhibits 1 and 2 attached hereto (the “Temporarily Disallowed Claims”) are temporarily disallowed. For the avoidance of doubt, the Parties reserve any and all substantive and procedural rights regarding the Temporarily Disallowed Claims, including but not limited to, the Debtors’ right to seek full disallowance of the Temporarily Disallowed Claims and the Claimants’ right to seek full allowance of the Temporarily Disallowed Claims and to object to and/or respond to any and all claims objections filed by the Debtors or any other party-in-interest.

5. For the avoidance of doubt, because such parties are not entitled to vote on the Plan, all Flextronics Claimants other than Flextronics Industrial, Ltd. are not “Releasing Parties” as such term is defined in the Plan. Further, no Claimant will be deemed a Releasing Party if such Claimant affirmatively rejects the Plan.

6. This Stipulation shall not determine (and may not be submitted or relied upon as evidence with respect to) the allowance, disallowance or amount of any claim of Claimants for any other purpose, including but not limited to the purpose of distributions made pursuant to the Plan.

7. The Debtors reserve the right to file, amend, modify, or supplement any objections to the Claims or any other claims (filed or not) which may be asserted against the Debtors on any grounds whatsoever, including, without limitation, objections as to the liability, amount, or priority of any claims asserted against the Debtors.

8. This Court shall retain jurisdiction with respect to all matters arising under or related to this Stipulation, including any disputes that may arise between or among the Parties, and to interpret, implement, and enforce the provisions of this Stipulation.

Dated: July 5, 2017  
New York, New York

**SKADDEN, ARPS, SLATE, MEAGHER &  
FLOM LLP**      **CURTIS, MALLET-PREVOST, COLT &  
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*Counsel for Debtors and Debtors in Possession*  
**IT IS SO ORDERED:**

**Dated: July 11, 2017**  
New York, New York

/s/ Steven J. Reisman  
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*Counsel for the Claimants*

/s/ STUART M. BERNSTEIN  
**HONORABLE STUART M. BERNSTEIN**  
**UNITED STATES BANKRUPTCY JUDGE**

**Exhibit 1**

**Flextronics Claimants**

**Flextronics Industrial, Ltd., etc.**

No.	Claimant Name	Claim Number	Claim Amount	Date Filed	Debtor
1	Flextronics Shah Alam Sdn Bhd.	3252	\$31,938,326.00	9/23/2016	SunEdison Products Singapore PTE. Ltd.
2	Flextronics Industrial, Ltd.	3468	\$242,944,418.12	9/23/2016	SunEdison Products Singapore PTE. Ltd.
3	Flextronics International USA Inc.	3551	\$31,938,326.00	9/23/2016	SunEdison Products Singapore PTE. Ltd.
4	Flextronics International Asia-Pacific Ltd	3570	\$200,921,380.65	9/23/2016	SunEdison Products Singapore PTE. Ltd.
5	Flextronics Shah Alam Sdn Bhd.	3571	\$31,938,326.00	9/23/2016	SunEdison, Inc.
6	Flextronics International USA Inc.	3573	\$31,938,326.00	9/23/2016	SunEdison, Inc.
7	Flextronics International Asia-Pacific Ltd	3597	\$200,921,380.65	9/23/2016	SunEdison, Inc.
8	Flextronics Industrial, Ltd.	3620	\$242,944,418.12	9/23/2016	SunEdison, Inc.
9	Flextronics International Europe B.V.	3671	\$73,961,363.83	9/23/2016	SunEdison, Inc.
10	Flextronics International Europe B.V.	3672	\$73,961,363.83	9/23/2016	SunEdison Products Singapore PTE. Ltd.
11	FLEXTRONICS GLOBAL SERVICES CANADA	405248	\$265,247.16		SunEdison Products Singapore PTE. Ltd.
12	FLEXTRONICS INTERNATIONAL	405249	\$32,206,364.04		SunEdison Products Singapore PTE. Ltd.
13	FLEXTRONICS INTERNATIONAL EUROPE B.	405250	\$12,639,676.42		SunEdison Products Singapore PTE. Ltd.

**Exhibit 2**

**NEXTracker Claimants**

NEXTracker, Inc.

No.	Claimant Name	Claim Number	Claim Amount	Date Filed	Debtor
1	NEXTracker, Inc.	3593	\$7,598,603.59	9/23/2016	SunEdison Utility Holdings, Inc.
2	NEXTracker, Inc.	3595	\$8,200,368.53	9/23/2016	NVT, LLC
3	NEXTracker, Inc.	3650	\$20,944,405.12	9/23/2016	SunEdison, LLC
4	NEXTracker, Inc.	6246	\$20,944,405.12	6/22/2017	SunEdison, LLC
5	NEXTracker, Inc.	6281	\$20,944,405.12	6/22/2017	SunEdison, LLC
6	NEXTracker, Inc.	6291	\$143,754.00	6/22/2017	First Wind Energy, LLC
7	NEXTracker, Inc.	6292	\$690,879.00	6/22/2017	SunEdison International Construction, LLC